

of NTT or DoCoMo. Furthermore, NTT's weighted average cost of capital ("WACC") is 7.22 percent and DoCoMo's WACC is 8.72 percent, both of which are comparable to or even higher than the WACCs of other carriers such as KDDI (7.87 percent).¹⁰⁶ This demonstrates that neither NTT nor DoCoMo has easier access to capital than other telecommunications carriers as a result of the Japanese government's minority ownership interests.

Neither NTT nor DoCoMo Enjoys Favorable Regulatory Treatment in Japan. Both NTT (including its wholly-owned telecommunications operating companies) and DoCoMo generally are subject to the same Japanese laws and regulations, including the TB Law, as other telecommunications carriers. Neither NTT nor DoCoMo receives favorable Japanese regulatory treatment that would enable them to finance anticompetitive behavior in the Guam and CNMI wireless market.

Since 1985, the Japanese government has initiated significant changes in the legislative and regulatory framework for telecommunications in Japan. At the same time that NTT was incorporated as a private company in 1985, the TB Law, which opened the Japanese telecommunications services industry to competition, became effective. Since then, the Japanese government has adopted various deregulatory and other measures to promote competition in the Japanese telecommunications market.

For example, under the prohibited activities provisions of the TB Law, NTT's wholly owned telephone operating companies and DoCoMo are prohibited from granting preferential treatment to another carrier. NTT's wholly owned telephone operating companies and DoCoMo also are prohibited from the improper handling of interconnection information and the use of that information for reasons other than its intended purpose. Furthermore, as discussed in Section

¹⁰⁶ The WACC percentages provided above are current as of after trading hours on March 30, 2006, based upon information gathered from Bloomberg.com.

I(C) above, the Diet and the MIC on a regular basis review the competitive conditions in Japan's telecommunications market and act to promote competition and encourage market entry. As further discussed in Section I(C) above, under the Regulatory Reform and Competition Policy Initiative, Japan has taken important steps each year to improve its regulatory environment, resulting in increased consumer choice, lower prices, more innovative goods and services, and expanded opportunities for U.S. companies doing business with Japan. As a result of these various legislative and regulatory measures, NTT and DoCoMo face increasing competition in many of their business sectors from a large number of companies that have entered or are about to enter the market.

Consequently, the wireless and wireline telecommunications markets in Japan are fully competitive, and neither NTT nor DoCoMo exercises market power to sustain price increases in their respective markets that would allow them to implement an anticompetitive strategy, such as predatory pricing, in the Guam and CNMI wireless market. Even assuming that NTT or DoCoMo could cause Guam Cellular to engage in predatory pricing in the Guam and CNMI wireless market, the Commission has acknowledged that the likelihood that a foreign carrier would engage in that behavior is "low."¹⁰⁷ Specifically, in the *VoiceStream Order*, the Commission found that "[p]redatory tactics work only in markets in which incumbents and entrants are financially weak and/or have poor access to capital markets."¹⁰⁸ The Commission further concluded that "[b]ecause the U.S. wireless and U.S. international markets are characterized by strong incumbents and potential entrants with access to the world's deepest capital markets, predation is highly unlikely to be a sustainable strategy, even if [the foreign

¹⁰⁷ See *VoiceStream/DT Order*, 16 FCC Rcd at 9820.

¹⁰⁸ *Id.*

carrier] did receive favorable regulatory treatment in [its home country].”¹⁰⁹ Likewise, as discussed in Section II(A) above, the Guam and CNMI wireless market includes a number of strong, well-financed competitors, thus rendering the possibility that the Applicants could engage in predatory pricing extremely unlikely.

2. Any Executive Branch Concerns Will Be Addressed Through Cooperation With Relevant Agencies And Adoption Of Appropriate Safeguards.

In addition to competition-related issues, the Commission’s analysis under the public interest standard includes consideration of any potential threats to national security, law enforcement, foreign policy, and trade.¹¹⁰ The Commission consults “with the appropriate Executive Branch agencies regarding those concerns.”¹¹¹ The Applicants already have begun discussions with Executive Branch officials and are receptive to agreements with the Department of Justice and Federal Bureau of Investigation, and other agencies if necessary, that will fully address any concerns raised by the Executive Branch.¹¹² The applicants do not object to making the Commission’s approval of the transaction contingent on their compliance with any agreement reached with the Executive Branch departments.

C. The Applicants Possess The Requisite Qualifications To Hold And Control Commission Licenses.

The Commission’s public interest analysis requires it to determine whether “the parties meet the requisite qualifications to hold and transfer licenses under Section 310(d) of the Act and

¹⁰⁹ *Id.*

¹¹⁰ *See Foreign Participation Order*, 12 FCC Rcd at 23940.

¹¹¹ *Id.*

¹¹² *See VoiceStream/DT Order*, 16 FCC Rcd at 9821-23; *Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom Inc.*, 18 FCC Rcd 23140, 23158-60 (IB, WCB, WTB 2003).

the Commission's rules."¹¹³ In the proposed transaction, Guam Cellular will be the surviving entity that holds all Commission licenses. As previously explained, Guam Cellular will retain the majority of Guam Cellular's and Guam Wireless' management employees and will continue operating separate CDMA (or W-CDMA) and GSM networks under common DoCoMo management. The Commission has already determined that Guam Cellular and Guam Wireless are qualified to hold their wireless licenses, and there is no reason to alter that assessment. Moreover, as previously discussed, the licenses will be indirectly controlled by DoCoMo, a leading provider of telecommunications and information services, including wireless services. Accordingly, the Applicants possess the financial and other qualifications necessary to hold and control the licenses.

IV. REQUEST FOR APPROVAL OF ADDITIONAL AUTHORIZATIONS

As set forth above and in the related applications, Guam Cellular and Guam Wireless hold numerous Commission licenses and other authorizations. Although the applications are intended to include all such authorizations, the licensees involved in the proposed transaction may now have on file, and may subsequently file, additional requests for authorizations for new or modified facilities, which may be granted while the applications are pending.

Accordingly, the Applicants request that the grant of the applications include authority for DoCoMo to obtain control of any authorizations that are acquired by Guam Cellular or obtain any authorizations that are acquired by Guam Wireless during the Commission's consideration of this transaction or any applications that may be pending at the time of consummation. Specifically, the Applicants request that the grant of this transaction include authority for DoCoMo to acquire:

¹¹³ *Cingular/AWS Order*, 19 FCC Rcd at 21546; *see also ALLTEL/WWC Order*, 20 FCC Rcd at 13063-64.

- (1) any authorization issued to Guam Cellular or Guam Wireless during the Commission's consideration of this transaction and the period required for consummation following Commission approval;
- (2) construction permits held by Guam Cellular or Guam Wireless that mature into licenses after closing and that may have been omitted from the applications; and
- (3) applications that may be filed by Guam Cellular or Guam Wireless after the date of the instant applications and that are pending at the time the proposed transaction is consummated.

Such action would be consistent with Commission precedent.¹¹⁴

In addition, pursuant to Section 1.925 of the Commission's rules,¹¹⁵ the Guam Cellular and DoCoMo request an exemption from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules,¹¹⁶ to be exempt from any applicable cut-off rules where the Guam Cellular files amendments to pending Part 22, Part 24, Part 90, or Part 101 of the Commission's rules (or to any other applications) to reflect the consummation of the proposed transaction. The exemption is requested so that amendments to pending applications to report the change in ownership resulting from this transaction would not be treated as major amendments requiring a second public notice period. The scope of this transaction demonstrates that any ownership changes are not made for the acquisition of any particular pending application, but are part of a larger agreement undertaken for legitimate business purposes. Grant of such exemption is consistent with previous Commission decisions routinely granting a blanket exemption in cases involving a larger transaction.¹¹⁷

¹¹⁴ See, e.g., *PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, 13 FCC Rcd 8891, 8915-16 (1997) ("*Century/PTI Order*"); *Bell Atlantic/NYNEX*, 12 FCC Rcd at 20097; *Pacific Telesis Group and SBC Communications, Inc.*, 12 FCC Rcd 2624, 2665 (1997).

¹¹⁵ 47 C.F.R. § 1.925.

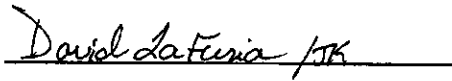
¹¹⁶ *Id.* §§ 1.927(h), 1.929(a)(2).

¹¹⁷ See, e.g., *Ameritech/SBC Order*, 14 FCC Rcd at 14955; *Century/PTI Order*, 13 FCC Rcd at 8915; *Craig O. McCaw and AT&T Co.*, 9 FCC Rcd 5836, 5909 (1994); *Centel Corp. and Sprint Corp.*, 8 FCC Rcd 1829, 1833 (CCB 1993).

V. CONCLUSION

For the reasons set forth above and in each application related to this transaction, the proposed transfer of control of Guam Cellular to DoCoMo and the proposed assignment of Guam Wireless' authorizations to Guam Cellular are strongly in the public interest. Accordingly, the Applicants request that the Commission expeditiously approve this transaction and its related applications and petition for declaratory ruling.

Respectfully submitted,




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*Counsel for Guam Wireless Telephone
Company, L.L.C.*

April 4, 2006

dc-445464

EXHIBIT A

Title III Authorizations

Call Sign	Licensee	Radio Service
KNLF300	Guam Wireless Telephone Company, L.L.C.	PCS Broadband MTA050 – Guam-Northern Mariana Islands
KNKN828	Guam Cellular and Paging, Inc.	Cellular CMA732 – Guam
KNKQ367	Guam Cellular and Paging, Inc.	Cellular CMA734 – Northern Mariana Islands
KNLB309	Guam Cellular and Paging, Inc.	Wireless Communications Service MEA049 – Guam & Northern Mariana Islands
WPYG242	Guam Cellular and Paging, Inc.	Lower 700 MHz CMA732 – Guam
KNKI654	Guam Cellular and Paging, Inc.	Paging and Radiotelephone
WWA347	Guam Cellular and Paging, Inc.	Paging and Radiotelephone
WXS403	Guam Cellular and Paging, Inc.	Paging and Radiotelephone
WMJ485	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WMJ486	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WMJ487	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WMJ488	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WMR771	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPOR267	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPOR268	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPOR269	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPOR270	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPOR271	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPTR768	Guam Cellular and Paging, Inc.	Common Carrier Fixed Point-to-Point Microwave
WPIP335	Guam Cellular and Paging, Inc.	Industrial/Business Pool, Commercial, Conventional
WPMK901	Guam Cellular and Paging, Inc.	Industrial/ Business Pool, Commercial, Conventional

Section 214 Authorizations

File No.	Licensee	Authorization
ITC-214-20000507-00304	Guam Wireless Telephone Company, L.L.C.	Authorization to provide global facilities-based and resold telecommunications services
ITC-214-19961120-00583	Guam Cellular and Paging, Inc.	Authorization to provide global resold telecommunications services
ITC-214-20040517-00201	Guam Cellular and Paging, Inc.	Authorization to provide global facilities-base telecommunications services
Domestic Blanket Authority	Guam Cellular and Paging, Inc.	Blanket domestic authorization to provide domestic interstate telecommunications service

EXHIBIT B

Top Ten DoCoMo Shareholders¹

Shareholder	Country	Shares Held (000's)	Percentage
Nippon Telegraph and Telephone Corporation	Japan	27,640	61.96%
The Master Trust Bank of Japan, Ltd. (Trust Account)	Japan	1,568	3.52%
Japan Trustee Services Bank, Ltd. (Trust Account)	Japan	1,553	3.48%
State Street Bank and Trust company 505103	US	402.844	0.90%
Harris Associates L.P.	US	318.75	0.71%
Japan Trustee Services Bank, Ltd. (Trust Account 4)	Japan	258.331	0.58%
BNP Paribas Securities (Japan) Limited	Japan	225.183	0.50%
State Street Bank and Trust Company	US	201.654	0.45%
Chase Manhattan Bank, N.A. London S.L. Omnibus Account	UK	198.066	0.44%
Mitsubishi Trust and Banking Co Ltd.(Trust Account)	Japan	190.36	0.43%

Total: 72.98%

Top Ten NTT Shareholders²

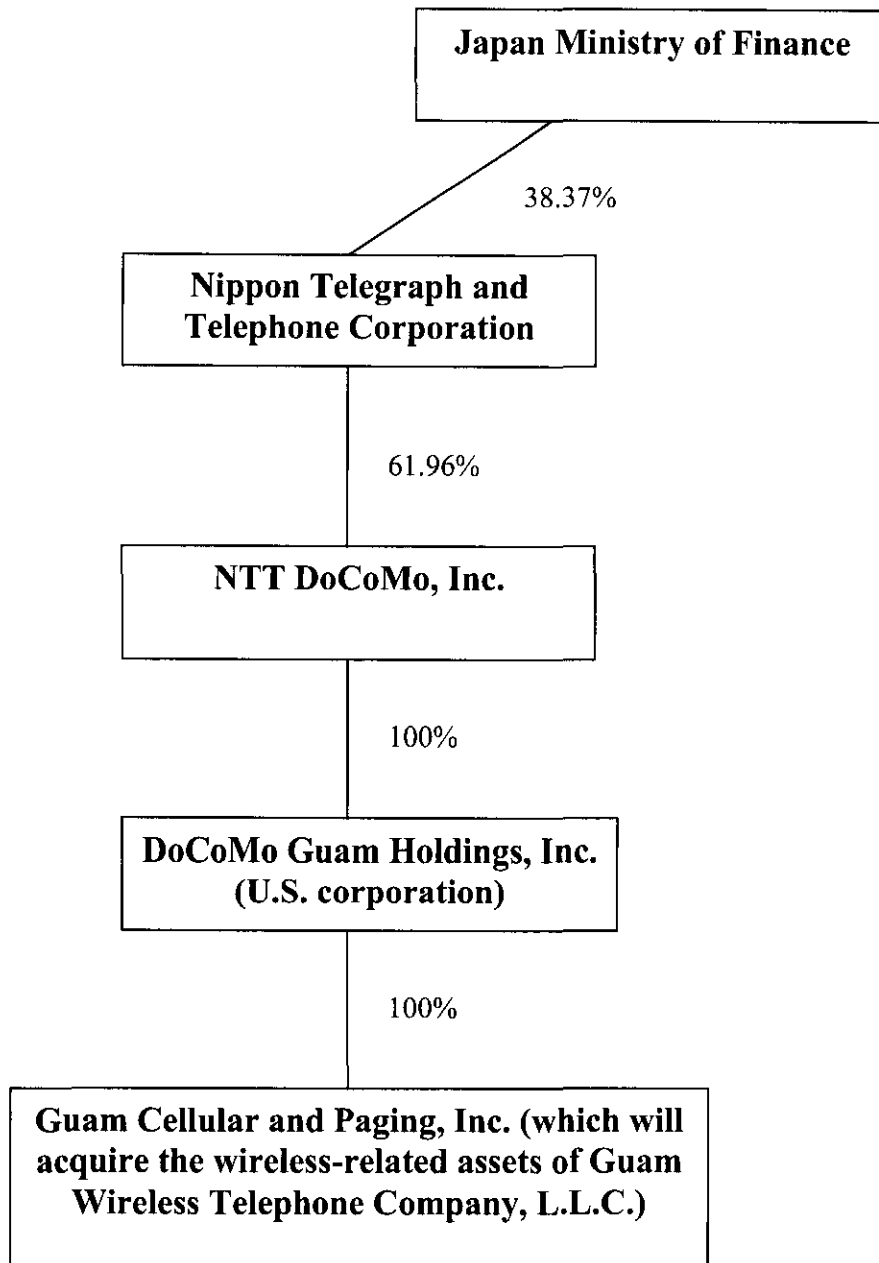
Shareholder	Country	Shares Held (000's)	Percentage
Japan Minister of Finance	Japan	5,304	38.37%
Japan Trustee Services Bank, Ltd	Japan	670.978	4.85%
The Master Trust Bank of Japan Ltd	Japan	475.315	3.44%
Moxley & Co	US	384.439	2.78%
Chase Manhattan Bank, N.A. London	UK	241.157	1.74%
State Street Bank and Trust Company 505103	US	162.145	1.17%
NTT Employee Share-Holding Association	Japan	137.065	0.99%
Nippon Life Insurance Company	Japan	95.954	0.69%
Sumitomo Trust & Banking Co Ltd	Japan	90.917	0.66%
Trust and Custody Service Bank, Ltd	Japan	86.349	0.62%

Total: 55.33%

¹ DoCoMo has approximately 44,608,604 outstanding shares, excluding shares held by the company treasury. The ownership information set forth above is based upon publicly available financial information, including filings made with U.S. Securities and Exchange Commission.

² NTT has approximately 13,822,436 outstanding shares, excluding shares held by the company treasury. The ownership information set forth above is based upon publicly available financial information, including filings made with U.S. Securities and Exchange Commission

EXHIBIT C



Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application to Assign International Section 214 Authorization From Guam Wireless Telephone Company, L.L.C. to Guam Cellular and Paging, Inc.

1. Legal Name of Applicant

Name:	Guam Wireless Telephone Company, L.L.C.	Phone Number:	671-788-0588
DBA Name:		Fax Number:	671-788-1001
Street:	125 Tun Jesus Crisostomo st. # 208	E-Mail:	johnwu@guamwireless.com
City:	Tamuning	State:	GU
Country:	USA	Zipcode:	96913 -
Attention:	John Wu		

2. Name of Contact Representative

Name:	Thomas K. Crowe	Phone Number:	202-263-3640
Company:	Law Offices of Thomas K. Crowe, P.C.	Fax Number:	202-263-3641
Street:	1250 24th St., NW Suite 300	E-Mail:	firm@tkcrowe.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20037-
Attention:	Thomas K. Crowe	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

[illegible]

Name:	Guam Wireless Telephone Company, L.L.C.	Phone Number:	671-788-0588
DBA Name:		Fax Number:	671-788-1001
Street:	125 Tun Jesus Crisostomo st. # 208	E-Mail:	johnwu@guamwireless.com
City:	Tamuning	State:	GU
Country:	USA	Zipcode:	96913 —
Attention:	John Wu		

6. Name of Assignor / Transferor

Name: Guam Wireless Telephone
Company, L.L.C.

**Phone
Number:** 671-788-0588

DBA Name:

Fax Number: 671-788-1001

Street: 125 Tun Jesus Crisostomo st.

E-Mail: johnwu@guamwireless.com

208

City: Tamuning

State: GU

Country: USA

Zipcode: 96913

Attention: John Wu

7. Name of Assignee / Transferee

Name: Guam Cellular & Paging, Inc.

Phone Number: 671-649-7243

DBA Name:

Fax Number: 671-649-7247

Street: 219 S Marine Drive Ste 206

E-Mail: tgibson@guamcell.net

City: Tamuning

State: GU

Country: USA

Zipcode: 96911

-

Attention: TOM GIBSON

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)

☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application to Assign International Section 214 Authorization From
Guam Wireless Telephone Company, L.L.C. to Guam Cellular and Paging,
Inc. (As Controlled By DoCoMo Guam Holdings, Inc.)

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☒ Yes ☐ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☒ Yes ☐ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☒ Yes ☐ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☒ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Japan

☐ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

CERTIFICATION

26. Printed Name of Assignor / Transferor Guam Wireless Telephone Company, L.L.C.	29. Printed Name of Assignee / Transferee Guam Cellular and Paging, Inc.
27. Title (Office Held by Person Signing) Managing Member	30. Title (Office Held by Person Signing) Chairman, President and CEO
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) John K. Wu	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Phillip N. Lyons
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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ATTACHMENT 1

Application To Assign International Section 214 Authorization From Guam Wireless Telephone Company, L.L.C To Guam Cellular and Paging, Inc. (As Controlled By DoCoMo Guam Holdings, Inc.)

This application ("Application") is one of a series of concurrently-filed applications seeking Commission consent for NTT DoCoMo, Inc. ("DoCoMo") to acquire indirectly all ownership shares of Guam Cellular and Paging, Inc. ("Guam Cellular") and certain wireless assets of Guam Wireless Telephone Company, L.L.C. ("Guam Wireless"). As further discussed below, control of Guam Cellular will be transferred to DoCoMo Guam Holdings, Inc. ("DoCoMo Guam"), a wholly-owned subsidiary of DoCoMo organized under the laws of Guam, and the assets of Guam Wireless will be assigned to Guam Cellular. The proposed transfer and assignment will occur simultaneously upon consummation.

Accordingly, the Application seeks consent to assign Guam Wireless' international Section 214 authorization to Guam Cellular, as controlled by DoCoMo. Information in the Application addressing Guam Cellular assumes approval of DoCoMo's proposed indirect ownership of Guam Cellular through DoCoMo Guam. A separate Section 214 application is being filed concurrently seeking consent to transfer control of Guam Cellular to DoCoMo Guam.

Answers to Question 10

Assignor Contact Information

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Assignee Contact Information

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Prior International Section 214 Authorizations

Assignor Guam Wireless holds international Section 214 authorization ITC-214-20000507-00304 to provide global international telecommunications service on a facilities and resale basis pursuant to Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.

Assignee Guam Cellular holds global facilities-based authority pursuant to Section 63.18(e)(1) of the Commission's rules. File No. ITC-214-19961120-00583. Guam Cellular also holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File No. ITC-214-20040517-00201. Neither DoCoMo nor DoCoMo Guam holds an international Section 214 authorization.

Answers to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities that will directly or indirectly hold a ten percent or greater interest in Assignee Guam Cellular.

Direct Ownership

Name:	DoCoMo Guam Holdings, Inc.
Address:	c/o NTT DoCoMo USA, Inc. 1399 New York Ave., NW Suite 450 Washington, D.C. 20005
Citizenship:	Guam (U.S.)
Principal Business:	Telecommunications and information services
Percentage Held:	100 percent direct voting and equity interest in Guam Cellular

Indirect Ownership

Name:	NTT DoCoMo, Inc.
Address:	2-11-1 Nagata-cho Chiyoda-ku, Tokyo 100-6150 Japan
Citizenship:	Japan
Principal Business:	Mobile telecommunications and information services
Percentage Held:	100 percent direct voting and equity interest in DoCoMo Guam, thus 100 percent indirect interest in Guam Cellular

Name: Nippon Telegraph and Telephone Corporation ("NTT")
Address: 3-1, Otemachi 2-Chome
Chiyoda-ku, Tokyo 100-8116
Japan
Citizenship: Japan
Principal Business: Telecommunications and information services
Percentage Held: 61.96 percent direct voting and equity interest in DoCoMo, thus
61.96 percent indirect interest in Guam Cellular¹

Name: Japanese Ministry of Internal Affairs and Communications
Address: 1-2, Kasumigaseki 2-Chome
Chiyoda-ku, Tokyo 100-8926
Japan
Citizenship: Japan
Principal Business: Japanese government
Percentage Held: 38.37 percent direct voting and equity interest in NTT, thus 23.77
percent indirect interest in Guam Cellular²

DoCoMo and NTT are publicly-traded corporations. Other than the entities disclosed above, no single entity directly or indirectly holds a ten percent or greater ownership interest in Guam Cellular. Guam Cellular has no interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction

On March 20, 2006, DoCoMo entered into: (1) a Share Purchase Agreement with the shareholders of Guam Cellular; and (2) an Asset Purchase Agreement with Guam Wireless. Guam Cellular and Guam Wireless provide commercial mobile radio service ("CMRS") in Guam and the Northern Mariana Islands ("CNMI"), both of which are classified as rural service areas and which collectively have a population of less than 225,000 people. Guam Cellular also provides landline interexchange and international services. The parties intend to close the Share Purchase Agreement and the Asset Purchase Agreement simultaneously.

¹ Pursuant to Section 63.18(h) of the Commission's rules, attribution of indirect ownership interests held indirectly by through one or more intervening entities will be determined by successive multiplication of the ownership percentages for each link in the vertical ownership chain and application of the relevant attribution benchmark to the resulting product, except that wherever the ownership percentage for any link in the chain equals or exceeds 50 percent or represents actual control, it shall be treated as if it were a 100 percent interest.

² See *id.*

To effectuate the Share Purchase Agreement, DoCoMo has formed DoCoMo Guam, a wholly-owned subsidiary organized under the laws of Guam. Under the Share Purchase Agreement, DoCoMo, through DoCoMo Guam, will acquire 100 percent of the common shares of Guam Cellular for cash consideration. Following DoCoMo Guam's acquisition of the shares, Guam Cellular will continue in existence and become an indirect wholly-owned subsidiary of DoCoMo.

Under the Asset Purchase Agreement, DoCoMo will acquire for cash consideration certain assets, properties, goodwill and rights of Guam Wireless used to provide wireless voice and data communications products and services in Guam and the CNMI. To effectuate the acquisition, Guam Wireless will assign its FCC authorizations and certain other assets, properties, goodwill and rights to Guam Cellular. Upon closing, Guam Cellular will hold Guam Wireless' wireless-related assets and will continue to operate the business of Guam Wireless. Guam Cellular also will become the licensee of Guam Wireless' international Section 214 authorization.

Currently, DoCoMo expects to retain most of the managerial officers and employees of both Guam Cellular and Guam Wireless and to continue operating, for the time being, two separate networks in Guam and the CNMI. DoCoMo's plans include enhancing the quality of Guam Wireless' GSM network by adding General Packet Radio Service ("GPRS") capability and in the future deploying a W-CDMA network for third generation ("3G") services over Guam Cellular's cellular licenses.

The parties are filing a series of applications to effectuate the proposed transaction. In addition to the Application, the parties are filing a joint international/domestic Section 214 application seeking Commission consent to transfer control of Guam Cellular to DoCoMo Guam. Two FCC Form 603 applications also are being submitted, one which seeks Commission consent to assign Guam Wireless' PCS license to Guam Cellular (as controlled by DoCoMo through DoCoMo Guam) and one which seeks Commission consent to transfer control of Guam Cellular to DoCoMo (through DoCoMo Guam). In addition, the parties are seeking a declaratory ruling that upon consummation of the transaction, the public interest would not be served by denying approval of DoCoMo's indirect foreign ownership of Guam Cellular pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended.

A more detailed description of this transaction, request for declaratory ruling, and public interest demonstration is attached hereto.

Answer to Question 14

Upon consummation of the proposed transaction, Guam Cellular will become affiliated with certain foreign service providers by virtue of DoCoMo's indirect interest in Guam Cellular. Specifically, Guam Cellular will become affiliated with foreign carriers in the following countries: Japan, the United Kingdom, France, Italy, Germany, Belgium, the Netherlands, Hong Kong, China, Korea, Australia, Singapore, Brazil, Taiwan, Malaysia, and Sri Lanka.

Answer to Question 15

Upon consummation of the proposed transaction, Guam Cellular will become affiliated with the foreign carriers identified below because it will be a wholly-owned indirect subsidiary of DoCoMo and a partially-owned indirect subsidiary of NTT. DoCoMo and/or NTT directly or indirectly control each of the following foreign carriers. The country or countries in which each company is licensed to provide service also is noted below.

- NTT DoCoMo Hokkaido, Inc. (Japan)
- NTT DoCoMo Tohoku, Inc. (Japan)
- NTT DoCoMo Tokai, Inc. (Japan)
- NTT DoCoMo Hokuriku, Inc. (Japan)
- NTT DoCoMo Kansai, Inc. (Japan)
- NTT DoCoMo Chugoku, Inc. (Japan)
- NTT DoCoMo Shikoku, Inc. (Japan)
- NTT DoCoMo Kyushu, Inc. (Japan)
- NTT East Corporation (Japan)
- NTT West Corporation (Japan)
- NTT Communications Corporation (Japan)
- NTT Worldwide Telecommunications Corporation (Japan)
- NTT Europe Ltd. (the United Kingdom, France, Italy, Germany, Belgium, and the Netherlands)
- NTT Com Asia Limited (China and Hong Kong)
- NTT Korea Co., Ltd. (Korea)
- NTT Australia Pty Ltd. (Australia)
- NTT Singapore Pte. Ltd. (Singapore)
- Intertouch Ltd. (Singapore) (not yet providing telecommunications services)
- NTT do Brasil Telecomunicações Ltda. (Brazil)
- NTT Taiwan Ltd. (Taiwan)
- NTT MSC Bdn. Shd. (Malaysia)
- Sri Lanka Telecom Ltd. (Sri Lanka)

Answer to Questions 16 and 18

Pursuant to Section 63.10 of the Commission's rules, Guam Cellular requests "non-dominant" status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 15 above, *except* Japan. Each of those countries is a member of the World Trade Organization ("WTO"), *except* Taiwan. Further, none of the foreign carrier affiliates that operate in a country other than Japan is a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route, including the Taiwanese affiliate. Accordingly, under Section 63.10(a) and 63.18(k)(2), Guam Cellular is presumptively classified as non-dominant on all of the U.S.-international routes identified above, *except* Japan.